

**BYLAWS
OF
WILLOW SPRINGS BLOCK 3 PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE 1.00 - NAME, MEMBERSHIP, APPLICABILITY AND DEFINITIONS.

Section 1.01 Definitions.

The words and terms used in these Bylaws shall have the same meaning as the DEFINITIONS set forth in the Declaration of Covenants, Conditions and Restrictions for Willow Springs (Block 3) recorded in Book _____ Pages _____ et seq. on _____, 19____ in the records of Jefferson County, Colorado, which definitions are specifically incorporated by reference herein, unless the context otherwise prohibits such definition.

Section 1.02 Name.

The name of the Block 3 Association shall be Willow Springs Block 3 Property Owners Association, Inc.

Section 1.03 Membership.

The Block 3 Association shall have three classes of membership: Class "A", Class "B" and Class "C" as more fully set forth in the Articles of Incorporation.

**ARTICLE 2.00 - BLOCK 3 ASSOCIATION: MEETINGS, QUORUM, VOTING,
PROXIES**

Section 2.01 Place of Meetings.

Meetings of the members of the Block 3 Association shall be held at the principal office of the Block 3 Association or at such other suitable place convenient to the members of the Block 3 Association ("members") as may be designated by the Board of Directors.

Section 2.02 Annual Meetings.

A meeting of the members of the Block 3 Association shall be held annually at least thirty (30) days prior to the close of the fiscal year as herein provided or as initially set by the Board of Directors.

Section 2.03 Special Meetings.

The President of the Block 3 Association may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the members if so directed by resolution of the Board of Directors or upon a petition signed by at least ten percent (10%) of the combined

Class "A" and Class "B" membership of the Block 3 Association. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 2.04 Notice of Meetings.

It shall be the duty of the Secretary of the Block 3 Association to mail or to cause to be delivered to each member entitled to vote at the meeting a written notice of each annual or special meeting of the members stating the purpose of the meeting as well as the day, hour and place where such meeting is to be held. If mailed, such notice shall be deemed delivered when deposited in the United States Mail addressed to the member at such member's address as such address appears on the records of the Block 3 Association, with postage thereon prepaid. Notices shall be served not less than ten (10) calendar days before a meeting.

Section 2.05 Waiver of Notice.

Waiver of notice of a meeting of the members shall be deemed the equivalent of proper notice. Any member may, in writing, waive notice of any meeting of the members, either before or after such meeting. Attendance at a meeting by a member, whether in person or by proxy, shall be deemed a waiver by such member of notice of the time, date and place thereof unless such member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed a waiver of notice of all business transacted thereat unless objection to the calling or convening of the meeting is raised before the business, of which proper notice was not given, is put to a vote.

Section 2.06 Adjournment of Meetings.

If any meeting of the members cannot be held because a quorum is not present, a majority vote of the membership present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 2.07 Voting.

The voting rights of the members shall be as set forth in the Declaration and such voting rights provisions are specifically incorporated herein by this reference.

Section 2.08 Proxies.

A vote may be cast in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. Proxies may be given to any person and shall be valid only for the particular meeting designated therein and must be filed in a signed writing with the Secretary

of the Block 3 Association before the appointed time of the meeting and may not be revoked except in a writing, signed by the revoking member and filed with the Block 3 Association Secretary prior to the time such meeting is called to order.

Section 2.09 Majority.

As used in these Bylaws, the term "majority" shall mean those votes of the membership entitled to vote, or any part thereof, or other group as the context may indicate totaling more than fifty percent (50%) of the quorum.

Section 2.10 Quorum.

Except as otherwise provided in these Bylaws or in the Declaration, the presence in person or by proxy of members representing one third ($1/3$) of the total votes of the membership of the Block 3 Association shall constitute a quorum at all meetings of the Block 3 Association. In the event a quorum is not present, and in lieu of the adjournment provision of Section 2.06 above, additional meetings may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half ($1/2$) of the required quorum at the previous meeting provided that in no event shall a quorum be less than ten percent (10%) of the votes of the membership of the Block 3 Association. No such subsequent meeting shall be held more than sixty (60) days following the original meeting. Any provision in the Declaration concerning quorums is specifically incorporated herein by this reference.

Section 2.11 Conduct of Meetings.

The President shall preside over all meetings of the Block 3 Association members and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted by the meeting as well as a record of all transactions occurring thereat. Robert's Rules of Order (current edition) shall govern the conduct of all meetings of the Block 3 Association when not in conflict with the Declaration or Bylaws, such Declaration or Bylaws governing in case of any such conflict.

ARTICLE 3.00 - BOARD OF DIRECTORS, NUMBER, POWERS, MEETINGS

PART A. Composition and Selection.

Section 3.01 Governing Body.

The affairs of the Block 3 Association shall be governed by a Board of Directors.

Section 3.02 Number of Directors

The Board of Directors shall consist of five (5) members and may be increased or decreased from time to time by amendment to these Bylaws.

Section 3.03 Election of Directors

(a) The members of the Block 3 Association shall elect the directors.

(b) The initial terms of the directors shall be fixed by the Board of Directors pursuant to the following: the term of one director shall be fixed at one year; the term of two directors shall be fixed at two years; and the term of the remaining directors shall be fixed at three years. At the expiration of the initial term of office of each respective director, a successor shall be selected or elected to serve for a term of three years. The directors shall hold office until their respective successors shall have been selected or elected.

(c) No director may be elected or appointed for two consecutive full terms.

Section 3.04 Nomination of Directors.

Prior to each annual meeting of the Block 3 Association, the Board of Directors shall nominate at least one member to fill each vacancy to be filled at that annual meeting. In addition, any member in attendance at the annual meeting may nominate one or more members for each vacancy to be filled at that annual meeting.

Section 3.05 Composition of Board of Directors.

All directors must be then current members of the Block 3 Association and must remain so throughout the term of their respective offices.

Section 3.06 Removal of Directors.

At any regular or special meeting of the Block 3 Association duly called when the notice of such meeting indicates the purpose, any one or more of the directors may be removed with or without cause by a majority vote of a quorum present at the meeting in person or by proxy. Such

director shall not be entitled to vote on the recall issue. Any director whose removal has been proposed shall be given at least ten (10) days notice of the calling of the meeting and the purpose thereof and shall be given a reasonable opportunity to be heard at the meeting

Section 3.07 Vacancies.

Vacancies on the Board of Directors caused by any reason other than the removal of a director by a vote of the members of the Block 3 Association shall be filled by a vote of a majority of the remaining directors at a special meeting of the Board of Directors held for that purpose promptly after the occurrence of any such vacancy, even though the directors present at such meeting may constitute less than a quorum; and each person so elected shall be a director until a successor shall be elected for the remainder of the term at the annual meeting of the Block 3 Association, at which time such director's position shall be filled in accordance with Section 3.03.

PART B. Meetings.

Section 3.08 Annual Meeting.

The annual meeting of the Board of Directors shall be held within ten (10) days following each annual meeting of the membership of the Block 3 Association at such time and place as shall be fixed by the Board of Directors. No formal notice to the directors shall be necessary in order to legally constitute such meeting, providing a majority of the entire Board of Directors shall be present.

Section 3.09 Regular Meetings.

Meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors, but at least four such meetings shall be held during each fiscal year with at least one such meeting per quarter. The President shall notify the directors of meetings, advising them of the time, place and purpose of the meeting; notice may be given in person, by mail, or by telephone. The President or Secretary will call a meeting of the Board of Directors upon the written request of two directors.

Section 3.10 Members' Attendance at Meetings.

At the request of a member, the Board of Directors will meet with that member at a regularly scheduled meeting of the Board, or at a special meeting called for that purpose.

Section 3.11 Waiver of Notice.

Any director may, at anytime, in writing, waive notice of the meeting of the Board of Directors required to be given and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice by him or her of the time, place and purpose of such meeting, except when a

director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. If all directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 3.12 Quorum of Board of Directors

At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 3.13 Compensation.

No director shall receive any compensation from the Block 3 Association for acting as such, unless approved by a majority vote of the total membership of the Block 3 Association at a regular or special meeting of the Block 3 Association.

Section 3.14 Conduct of Meetings.

The President shall preside over all meetings of the Board of Directors and the Secretary shall keep a minute book of the meetings, recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings. Robert's Rules of Order (current edition) shall govern the conduct of the meetings of the Board of Directors when not in conflict with the Declaration or these Bylaws. In the case of any conflict between Robert's Rules of Order and the Declaration of these Bylaws, the Declaration or these Bylaws shall govern.

Section 3.15 Action Without a Formal Meeting.

Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if ratified by a majority of a quorum of the directors at the next meeting of the Board of Directors.

PART C. Powers and Duties.

Section 3.16 Powers.

The Board of Directors shall be responsible for the affairs of the Block 3 Association and shall have all of the powers and duties necessary for the administration of the Block 3 Association's affairs and as provided by law, and may do all acts and things as are not by the Declaration, Articles of Incorporation of the Block 3 Association or these Bylaws directed to be done and exercised exclusively by the members of the Block 3 Association.

(a) Authority of Board of Directors.

In addition to the duties imposed and powers granted the Board of Directors by the Declaration, these Bylaws or by any resolution of the Block 3 Association that may hereafter be adopted, the Board of Directors shall:

- (I) Prepare and adopt an annual budget, in which there shall be established the contribution of each Owner to the common expenses;
- (II) Make assessments to defray the common expenses, establish the means and methods of collecting such assessments, and establish the period of the installment payments of such assessment. Unless otherwise determined by the Board of Directors, such assessments shall be payable in equal monthly installments, each such installment to be due and payable in advance on the first day of each month;
- (III) Designate, hire and dismiss the personnel necessary for the maintenance, operation, repair and replacement of the Common Area and Roads, and, where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies and material to be used by such personnel in the performance of their duties;
- (IV) Collect the assessments, deposit the proceeds thereof in a bank depository which it shall approve, and use the proceeds to administer the Block 3 Association;
- (V) Make and amend rules and regulations;
- (VI) Open bank accounts on behalf of the Block 3 Association and designate the signatories required;
- (VII) Make or contract to make repairs, additions, and improvements to, or alterations of the Common Area and Roads in accordance with the provisions of the Declaration and these Bylaws;

- (VIII) Enforce by legal and/or equitable means the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by the Directors, and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Block 3 Association, the Board of Directors or the Properties, subject to the provisions of Section 6.07 hereof.
- (IX) Obtain and pay the premiums on insurance against casualties and liabilities, as provided in the Declaration and these Bylaws;
- (X) Pay the cost of all services rendered to the Block 3 Association;
- (XI) Keep at the principal office of the Block 3 Association books with detailed accounts of the receipts and expenditures affecting the Block 3 Association and its administration, specifying the maintenance and repair expense and any other expense incurred. All books and records shall be kept in accordance with generally accepted accounting principles;
- (XII) Keep records of the names and addresses of the members of the Block 3 Association entitled to vote;
- (XIII) Take any other action the Board of Directors, in their sole discretion, deem necessary or convenient to carry out the purposes of these Bylaws or any additions, modification or amendments thereto.

Section 3.17 Management Agent.

The Board of Directors may, but shall not be obligated to, employ for and at the expense of the Block 3 Association a professional management agent or agents, at a compensation established by the Board of Directors, to perform such duties and services as the Board of Directors shall authorize. Any agreement for professional management of the Block 3 Association, or any other agreement providing for services by the Directors, must be in writing, and may not exceed one (1) year and must provide for termination by either party without cause and without payment of a termination fee on no more than thirty (30) days written notice. The Board of Directors may delegate to the managing agent or manager, subject to the supervision of the Board of Directors, all of the powers granted to the Board of Directors by these Bylaws other than the powers set forth in paragraphs (I), (II), (VI), (VII), and (IX) of Section 3.16.

If a manager or agent is hired, the following management standards of performance will be followed unless the Board of Directors by resolution determines otherwise:

- (a) The cash method of accounting shall be employed;
- (b) Two or more persons shall be responsible for handling cash amounts in excess of five hundred dollars (\$500.00) to maintain adequate financial control;

- (c) Cash accounts of the Block 3 Association shall not be commingled with any other accounts;
- (d) No remuneration or thing of value shall be accepted by the managing agent from vendors, independent contractors or others providing goods or services to the Block 3 Association whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; anything of value received shall go to the sole benefit of the Block 3 Association;
- (e) Any financial or other interest which the managing agent may have in any firm providing goods or services to the Block 3 Association shall be disclosed promptly to the Board of Directors; and
- (f) A quarterly financial report shall be prepared for the Block 3 Association containing:
 - (I) A current Income Statement reflecting all income and expense activity for the preceding three (3) months on a cash basis;
 - (II) A current unaudited Balance Sheet reflecting the financial condition of the Block 3 Association;
 - (III) A current Delinquency Report listing all Owners who have been delinquent in paying the monthly assessment installments during the preceding three (3) month period and who remain delinquent at the time of the report, and describing the status of any action to collect such delinquent installments.

Section 3.18 Borrowing.

Any money to be borrowed by the Block 3 Association, without approval of the members of the Block 3 Association pursuant to the Declaration, must be approved by the Board of Directors.

Section 3.19 Rights of the Block 3 Association.

The Block 3 Association shall have the right to contract with any person for the performance of various duties and functions concerning the Common Area and Roads in accordance with the Declaration, the Articles of Incorporation and Bylaws of the Block 3 Association. Without limiting the foregoing, this right shall entitle the Block 3 Association to enter into common management, operation of other agreements with trusts, condominiums, cooperatives or neighborhood and other homeowner's or residents' associations, both within and without the Properties.

Section 3.20 Sanctions.

Except as otherwise provided herein, the Board of Directors shall not impose a fine, suspend voting or impose any other sanctions against an Owner, occupancy or other person pursuant to Section 3.06 of the Declaration unless and until the following procedures have been followed:

- (a) Demand. Demand to cease and desist from an alleged violation shall be delivered to the alleged violator in writing, by mail, personal service to the alleged violator or an adult member of such alleged violator's premises, specifying:
 - (I) The alleged violation;
 - (II) The action required to abate the violation;
 - (III) The proposed actions; and
 - (IV) A time period, not less than ten (10) days, during which a continuing violation may be abated without sanction, or a statement that any further violation may result in the imposition of a sanction; provided, however, that the Board of Directors may waive said time period if immediate sanctions are necessary to preserve property or prevent injury to persons.
- (b) Notice. At any time within twelve months of the demand described above if the violation continues past the period allowed in the demand for abatement without penalty, or if the same rule is subsequently violated, the Board of Directors or its delegate shall notify the violator in writing of a hearing to be held by the Board of Directors.

ARTICLE 4.00 OFFICERS.

Section 4.01 Officers.

The officers of the Block 3 Association shall be a President, one Vice-President, a Secretary, and a Treasurer. The Board of Directors may elect such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held at the same time by the same person, excepting the offices of President and Secretary. The President and Treasurer shall be members of the Board of Directors.

Section 4.02 Election, Term of Office and Vacancies.

The officers of the Block Association shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors following each annual meeting of the members of

the Block 3 Association as set forth in Article 2.00. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.03 Removal.

Any officer may be removed by the Board of Directors whenever, in the Board of Directors' sole judgment, the best interests of the Block 3 Association will be served thereby.

Section 4.04 Powers and Duties.

The officers of the Block 3 Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be chief executive officer of the Block 3 Association. The Treasurer shall have primary responsibility for the preparation of the budget as provided for in the Declaration and may delegate all or any part of the preparation and notification duties to a finance committee, management agent, or both.

Section 4.05 Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.06 Agreements, Contracts, Deeds, Leases, Checks, Etc.

All agreements, contracts, deeds, leases, checks for amounts in excess of five hundred dollars (\$500.00), and other instruments of the Block 3 Association shall be executed by the President and Secretary of the Block 3 Association or by such other person or persons as may be designated by resolution of the Board of Directors.

ARTICLE 5.00 COMMITTEES.

Section 5.01 General.

Unless otherwise restricted by law, the Board of Directors may designate committees to perform such tasks, including those of the Board of Directors, and to serve for such periods as it deems appropriate. Such committees shall perform such duties and have such powers as may be provided in the resolution. Each committee shall be composed as required by law and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or in accordance with rules adopted by the Board of Directors.

Section 5.02 Architectural Control Committee

In addition to the committees provided for hereinabove, the Board of Directors shall have the duty to designate an Architectural Committee consisting of that number of members determined by the Board of Directors in their sole discretion to perform such functions as are provided for in the Declaration and such additional non-conflicting functions as the Board of Directors may from time to time designate.

Section 5.03 Covenants Committee.

The Board of Directors may, but shall not be obligated to, appoint a covenants committee consisting of at least five (5) and no more than (7) members. Acting in accordance with the provisions of the Declarations, these Bylaws, and any resolutions the Board of Directors may adopt.

ARTICLE 6.00 MISCELLANEOUS

Section 6.01 Fiscal Year.

The initial fiscal year of the Block 3 Association shall be set by resolution of the Board of Directors.

Section 6.02 Parliamentary Rules

Robert's Rules of Order (current edition) shall govern the conduct of Block 3 Association proceedings when not in conflict with Colorado law, the Articles of Incorporation, the Declaration, or these Bylaws.

Section 6.03 Conflicts

If there are conflicts or inconsistencies between the provision of Colorado law, the Articles of Incorporation, the Declaration, and these Bylaws, the provisions of Colorado law, the Declaration, the Articles of Incorporation and the Bylaws (in that order) shall prevail.

Section 6.04 Books and Records

The books, records and papers of the Block 3 Association shall at all reasonable times be subject to inspection by any member of the Block 3 Association upon reasonable notice at the Block 3 Association's principal place of business.

Section 6.05 Notices.

Unless otherwise provided in these Bylaws, all notices, demand bills, statements or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by registered or certified mail, return receipt requested, first class postage prepaid:

- (a) If to a member, at the address which the member has designated in writing and filed with the Secretary, or if no such address has been designated, at the last known address of such member.
- (b) If to the Block 3 Association, the Board of Directors or the managing agent, at the principal office of the Block 3 Association or the managing agent, if any, or at such other address as shall be designated by notice in writing to the members pursuant to this Section 6.05(b).

Section 6.06 Financial Statements.

The Board of Directors shall prepare or cause to be prepared the annual financial statements of the Block 3 Association, without audit; provided, however, that after having received such financial statements, at the annual meeting the members of the Block 3 Association by a majority vote may require that the accounts of the Block 3 Association be audited by a Certified Public Accountant. The cost of such audit shall be a common expense.

Section 6.07 Amendment.

These Bylaws may be amended by the Board of Directors. Notwithstanding the foregoing, however, those provisions of these Bylaws which are governed by the Declaration or by Colorado law shall not be amended, repealed or altered, except as provided in said Declaration or by applicable law.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned secretary of Willow Springs Block 3 Property Owners Association, Inc. do hereby certify that the above and foregoing Bylaws were duly adopted as the Bylaws of said corporation at a meeting of the directors thereof on the _____ day of _____, 19____, and the same do now constitute the Bylaws of said corporation.

Secretary

Amendment 1

Bylaws of Willow Springs Block 3 Property Owners Association, Inc.

Section 3.03. Election of Directors:

- a) Members of the Block 3 Association shall elect the directors.
- b) The initial terms of the directors shall be fixed by the Board of Directors pursuant to the following: the term of one director shall be fixed at one year; the term of two directors shall be fixed at two years; the term of the remaining directors shall be fixed at three years. At the expiration of the initial term of office of each respective director, a successor shall be selected or elected to serve for a term of three years. The directors shall hold office until their respective successors shall have been selected or elected.
- c) Directors may be elected for consecutive terms without limit.
- d) Directors appointed to complete unexpired terms (per Section 3.07. Vacancies) shall hold office until the unexpired term is completed, at which time the vacancy shall be filled by election.

Section 3.07. Vacancies

Vacancies on the Board of Directors caused by any reason other than the removal of a director by a vote of the members of the Block 3 Association shall be filled by a vote of a majority of the remaining directors at a special meeting of the Board of Directors held for that purpose promptly after occurrence of any such vacancy, even though the directors present at such meeting may constitute less than a quorum; and each person so elected shall be a director to fulfill the unexpired term and a successor is duly elected at the annual meeting of the Block 3 Association in accordance with Section 3.03.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned Secretary of Willow Springs Block 3 Property Owners Association, Inc., do hereby certify that the above and foregoing Bylaws were duly adopted as the Bylaws of said corporation at a meeting of the Directors thereof on the 5th day of May, 2010, and the same do now constitute the Bylaws of said corporation.

/s/ Gordon Scheig
Secretary

Amendment 2

TO

Bylaws of Willow Springs Block 3 Property Owners Association, Inc.

Section 3.16 Powers. (XIV)

The Board of Directors shall obtain a majority of homeowner members approval via a mail-in ballot or a majority vote at the annual member's meeting for any capital, capital improvement, or any other discretionary and/or unbudgeted expenditure exceeding \$5,000.00 (modification of this value via future Bylaw amendment will be published on the Block 3 website). The proposal as put forth for a vote must include a description of the item, a statement of justification as well as a statement of opposing factors, an estimate of the cost and an estimate of future maintenance costs and any other relevant facts.

Capital is meant to include:

- 1) the purchase, installation, or construction of new features or structures that were not pre-existing,
- 2) the complete replacement, addition, or expansion of pre-existing features or structures.

Capital improvement is meant to include:

- i) any non-recurring improvement of features or structures that alters the original capacity or function of pre-existing features or structures.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned Secretary of Willow Springs Block 3 Property Owners Association, Inc., do hereby certify that the above and foregoing Bylaws were duly adopted as the Bylaws of said corporation at a meeting of the Directors thereof on the 20th day of September, 2011, and the same do now constitute the Bylaws of said corporation.

/s/Gordon Scheig
Secretary